

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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SECURITIES AND EXCHANGE COMMISSION,	:	
	:	
Plaintiff,	:	Civil Case No. 09-CV-4329 (JGK)
	:	
vs.	:	ECF CASE
	:	
JON-PAUL RORECH and	:	
RENATO NEGRIN,	:	
	:	
Defendants.	:	
_____	:	

DECLARATION OF RICHARD M. STRASSBERG

RICHARD M. STRASSBERG declares the following to be true, subject to
the penalties of perjury:

1. I am a partner in the law firm of Goodwin Procter LLP and an attorney for Defendant Jon-Paul Rorech in the above-captioned action.
2. I submit this declaration in support of Mr. Rorech's Motion for Judgment on the Pleadings.
3. Annexed hereto as Exhibit A is a true and accurate copy of a Merrill Lynch report by Marco Gironi, entitled VNU — Credit Investors Feel Leverage Pain, dated July 20, 2006.
4. Annexed hereto as Exhibit B is a true and accurate copy of the Second Amended and Restated Project Valentine Engagement Letter, dated July 2006.

5. Annexed hereto as Exhibit C is a true and accurate copy of the SEC, Division of Market Regulation report entitled Broker-Dealer Internal Control Procedures for High Yield Securities, dated October 1993.

6. Annexed hereto as Exhibit D are true and accurate copies of documents related to Millennium's credit default swap trades, including: (i) a Bloomberg e-mail from Mr. Rorech to Mr. Huynh et al., dated July 17, 2006; (ii) a Bloomberg e-mail from Mr. Garcia, dated July 18, 2006; (iii) the 2003 Master Credit Derivatives Confirmation Agreement between Deutsche Bank AG, London Branch and Millennium, dated June 11, 2004; and (iv) the 2003 Master Credit Derivatives Confirmation Agreement between The Royal Bank of Scotland plc and Millennium, dated May 12, 2005.

7. Annexed hereto as Exhibit E is a true and accurate copy of Deutsche Bank's Confidential and Inside Information Policy, dated October 1, 1997.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: August 13, 2009

s/ Richard M. Strassberg
Richard M. Strassberg (RS-5141)

CERTIFICATE OF SERVICE

I hereby certify that this document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non-registered participants on August 13, 2009.

s/ Richard M. Strassberg
Richard M. Strassberg (RS-5141)